

UNITED STATES
RITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1416982

OMB NUMBER:

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Expires:	April 30, 2008	
Expires: Estimated average	burden 16.00	
nours per response		
	SEC USE ONLY	
Prefix	Serial	

DATE RECEIVED

OMB APPROVAL

3235-0076

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A Preferred Stock ■ Rule 506 □ Section 4(6) □ ULOE Filing Under (Check box(es) that apply): ☐ Rule 505 □ Rule 504 Type of Filing: ■ New Filing □ Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Veralyte, Inc. Telephone Number (Including Area Code) Address of Executive Offices (Number and Street, City, State, Zip Code) (610) 975-4929 2929 Campus Dr., Ste 410, San Mateo, CA 94403 Telephone Number (Including Area Code) (Number and Street, City, State, Zip Code) Address of Principal Business Operations (if different from Executive Offices) Brief Description of Business: Developer of diagnostic medical devices. Type of Business Organization other (please specify NOV 0 1 2007 □ limited partnership, already formed corporation □ limited partnership, to be formed business trust Month Year THOMSON 09 □ Estimated Actual or Estimated Date of Incorporation or Organization ■ Actual FINANCIAL Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
 Enter the information requested for the Each promoter of the issuer, if the Each beneficial owner having the Each executive officer and direct Each general and managing particles. 	the issuer has be he power to vote ctor of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 109	% or more of a cl	ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			· · · · · · · · · · · · · · · · · · ·		
Kurtzman, Gary J., M.D. Business or Residence Address	() b b	Street, City, State, Zip Co	J.\		
Business of Residence Address	(Number and a	street, City, State, Zip Co	ue)		
2929 Campus Dr., Ste 410, San Mateo, G	CA 94403				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Tennenhouse, David	()! ! ! !	O'. O 7' O.	1.)		
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
2929 Campus Dr., Ste 410, San Mateo, C	CA 94403				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
,					
Safeguard Delaware, Inc.					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
435 Devon Park Drive, Building 800, W	ovne PA 19087	1			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	D I Tomoter	- Beneficial Owner	D Excedite Officer	<u> </u>	General and of Managing Latinet
t an rame (East name mon, it marriager)					
NV Partners IV LP					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
09 Claud A M H:H NI 0707	4				
98 Floral Avenue, Murray Hill, NJ 0797 Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	■ Director	Conomica dia Managina Postara
Full Name (Last name first, if individual)	□ Promoter	Beneficial Owner	Li Executive Officer	■ Director	☐ General and/or Managing Partner
run Name (Last name mst, mindreddat)					
Petruno, Patrick					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
4000 C	74.04402				
2929 Campus Dr., Ste 410, San Mateo, C Check Box(es) that Apply:		- D . C : LO		= D'	C.C. and and the Managine Parts of
` ' ' ' '	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	- D	п. В	☐ Executive Officer	D. Diameter	Consultantian Managina Partner
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	Li Executive Officer	☐ Director	☐ General and/or Managing Partner
run Name (Last name mst, n muividuai)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Charle Boy (as) that Applies				_ <u> </u>	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u>	
,	Does the offering permit joint ownership of a single unit?	Yes	No _
3.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or		
4.	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non	Name (Last name first, if individual) ne.		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)	-	
Nan	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		.,
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
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	(,	All States	
_ {,	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] _ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN]	_ [HI] _ [MS]	_ [ID] _ [MO]
_ [MT [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [OR] _ [WY]	_ [PA] _ [PR]
	Name (Last name first, if individual)	_ [,,,]	
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
] _ [] _	AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Aiready Sold
	Type of Security	_	•
	Debt	\$	\$_4,700,000.00
	Equity	\$ <u>7,700,000.00</u>	3 <u>, 4,700,000,00</u>
	☐ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	s
	Partnership Interests	\$	S
	Other (Specify)	\$	\$
	Total	\$ <u>7,700,000.00</u>	\$ 4,700,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	3	\$ <u>4,700,000.00</u>
	Non-accredited Investors		3
	Total (for filings under Rule 504 only)	3	\$ <u>4,700,000.00</u>
3.	If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months		
	prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering	·	
	Rule 505	 	\$
	Regulation A		\$
	Rule 504		\$
	Total		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	0	s
	Legal Fees		\$ 35,000.00
	Accounting Fees	a	\$
	Engineering Fees	0	\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)	0	\$
	Total	•	\$ 35,000.00

	b. Enter the difference between the aggregate offering price given in response to Part C 1 and total expenses furnished in response to Part C – Question 4.a. This difference is "adjusted gross proceeds to the issuer."		he		\$ <u>. 7</u>	,665,000.00
5.	Indicate below the amount of the adjusted gross profor each of the purposes shown. If the amount for a and check the box to the left of the estimate. The to adjusted gross proceeds to the issuer set forth in res	my purpose is not known, furnish an otal of the payments listed must equa	estimate I the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees	.,	Ħ	\$	O	\$
	Purchase of real estate			\$	0	\$
	Purchase, rental or leasing and installation of machi	inery and equipment		\$	0	s
	Construction or leasing of plant buildings and facili	ties		\$		\$
	Acquisition of other business (including the value of that may be used in exchange for the assets or secure	rities of another issuer pursuant to a				
	merger)			s		\$
	Repayment of indebtedness		Ö	\$		S
	Working capital			\$	•	\$ <u>7,665,000.0</u>
	Other (specify):			\$		S
			-	s	0	\$
	Column Totals		•	s		\$ <u>7,665,000.0</u>
	Total Payments Listed (column totals added)			s 5,7,6	7,665,000.00	
		D. FEDERAL SIGNA	TURE			
ne :	ssuer has duly caused this notice to be signed by the	undersigned duly authorized person	. If this notice	is filed under Rule 505, the	following si	gnature constitu
ı uı	ssuer has duly caused this notice to be signed by the dertaking by the issuer to furnish to the U.S. Securi coredited investor pursuant to paragraph (b)(2) of R	ties and Exchange Commission, upo	n. If this notice in written reques	is filed under Rule 505, the st of its staff, the information	following si 1 furnished	gnature constitu by the issuer to a
n-	dertaking by the issuer to furnish to the U.S. Securi ccredited investor pursuant to paragraph (b)(2) of R	ties and Exchange Commission, upo Rule 502.	n. If this notice n written reques	is filed under Rule 505, the st of its staff, the information	following si a furnished	gnature constitu by the issuer to a
ui n-	dertaking by the issuer to furnish to the U.S. Securi ccredited investor pursuant to paragraph (b)(2) of R	ties and Exchange Commission, upo Rule 502.	n. If this notice n written reques	st of its staff, the information	following si	gnature constitu
ue re	dertaking by the issuer to furnish to the U.S. Securic ceredited investor pursuant to paragraph (b)(2) of Reference (Print or Type) Byte, Inc.	ties and Exchange Commission, upo Rule 502.	n. If this notice n written reques	of its staff, the information Date	following si	gnature constitu

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)